

B04000000115

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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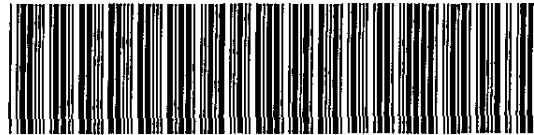
(Business Entity Name)

(Document Number)

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J. BRYAN SEP 29 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 897823 7143029
AUTHORIZATION : Patricia Pigato
COST LIMIT : \$ 52.50

ORDER DATE : September 22, 2004
ORDER TIME : 9:59 AM
ORDER NO. : 897823-035
CUSTOMER NO: 7143029
CUSTOMER: Ms Janice Luttrull
Prologis
14100 East 35th Place
Aurora, CO 80011

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CORPORATIONS
ALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: KEYSTONE OPERATING PARTNERSHIP, L.P.

PROFIT CORPORATE
NON-PROFIT LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER:

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JULIUS ROY INCORPORATIONS
ALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Keystone Operating Partnership, L.P.

No. B04000000115

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on March 18, 2004, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

- 1. The name of the limited partnership is ProLogis Six Rivers Limited Partnership.
- 8. Address of principal office: 14100 East 35th Place, Aurora, CO 80011
- 9. Keystone Property Trust has been removed as General Partner. The new General Partners are:

| | | |
|----------------------------|--------------------------|------------------------------------|
| #M04000003614 | #M04000003619 | #M04000003618 |
| ProLogis Allagash GP LLC, | ProLogis Brazos GP LLC, | ProLogis Cimmaron GP LLC, |
| ProLogis Deerfield GP LLC, | ProLogis Elkhorn GP LLC, | ProLogis Fraser Six Rivers GP LLC. |

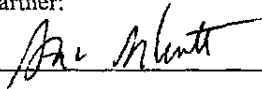
The address of each of the General Partners is 14100 East 35th Place, Aurora, CO 80011

| | | |
|---------------|---------------|---------------|
| #M04000003615 | #M04000003617 | #M04000004039 |
|---------------|---------------|---------------|
- 10. The office where names, addresses and contributions of limited partners are kept is 14100 East 35th Place, Aurora, CO 80011
- 12. The mailing address of the limited partnership is 14100 East 35th Place, Aurora, CO 80011.


SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:



Signature(s) of new general partner(s), if applicable:



Stephen K. Schutte, Authorized Representative

for all General Partners as follows:

ProLogis Allagash GP LLC, ProLogis Brazos GP LLC, ProLogis Cimmaron GP LLC, ProLogis Deerfield GP LLC, ProLogis Elkhorn GP LLC, ProLogis Fraser Six Rivers GP LLC